

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

JOHN HANCOCK LIFE INSURANCE)
COMPANY, JOHN HANCOCK VARIABLE)
LIFE INSURANCE COMPANY, and)
MANULIFE INSURANCE COMPANY (f/k/a)
INVESTORS PARTNER LIFE INSURANCE)
COMPANY),) CIVIL ACTION NO. 05-11150-DPW
Plaintiffs,)
v.)
ABBOTT LABORATORIES,)
Defendant.)

**ABBOTT LABORATORIES' MOTION FOR
LEAVE TO WITHDRAW AND SUBSTITUTE COUNSEL**

Defendant Abbott Laboratories (“Abbott”), by its attorneys, hereby moves for substitution of counsel pursuant to Local Rule 83.5.2. For the reasons stated below, Abbott believes that the substitution of counsel will not materially affect the briefing schedule for the pending motions. In support of its motion, Abbott states as follows:

1. Lawrence Desideri, Stephen D’Amore, Kathleen Barry and Stephanie McCallum, all of the firm WINSTON & STRAWN LLP, originally moved this Court for admission to this matter *pro hac vice* on behalf of Abbott on August 8, 2005. Those motions were subsequently granted that same day.

2. Abbott proposes to file the appearance of Jeffrey Weinberger and Gregory Phillips, of the firm MUNGER TOLLES & OLSEN LLP, as attorneys on its behalf in this case. Abbott further proposes that Peter Gelhaar and Michael D'Orsi, of the firm of DONNELLY, CONROY & GELHAAR LLP, which also filed an appearance on its behalf, remain as its counsel in this action.

3. Lawrence Desideri, Stephen D'Amore, Kathleen Barry and Stephanie McCallum, of the firm WINSTON & STRAWN LLP, agree and wish to withdraw their appearance as counsel for Abbott.

4. This substitution of counsel will not prejudice plaintiffs or materially delay the pace of the litigation. The parties have agreed, and by separate motion are proposing to the Court, a short 30-day continuance of the current case schedule.

5. Two motions are presently pending before the Court: (a) Abbott's Motion to Impound Confidential Information in Plaintiffs' Supplemental Complaint; and (b) Abbott's Motion to Dismiss Plaintiffs' Supplemental Complaint. Briefing on Abbott's Motion to Impound has been completed. Plaintiffs' counsel have requested, and counsel for Abbott has agreed, to an extension of 30 days for Plaintiffs to respond to Abbott's motion to dismiss as part of an overall 30-day continuance of the current case schedule.

6. Signed, proposed appearance forms for new counsel are attached as Exhibit A. Motions for Admission Pro Hac Vice of new counsel are being filed simultaneously with this Motion.

WHEREFORE, for the foregoing reasons, Abbott Laboratories respectfully requests that the court issue an order:

- (A) Granting the Motion for Substitution of Counsel;
- (B) Granting permission to file the appearance of the attorneys from Munger Tolles, & Olsen LLP as counsel for Abbott in this case;
- and
- (C) Granting the withdrawal of the appearance of the attorneys from Winston & Strawn LLP as counsel for Abbott.

Respectfully Submitted,

ABBOTT LABORATORIES

By: /s/ Michael S. D'Orsi
One of its attorneys

Peter E. Gelhaar, Esq. (BBO# 188310)
Michael S. D'Orsi, Esq. (BBO# 566960)
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and

Lawrence R. Desideri, Esq. (*pro hac vice*)
Stephen V. D'Amore, Esq. (*pro hac vice*)
WINSTON & STRAWN LLP
35 West Wacker Drive
Chicago, Illinois 60601
(312) 558-5600

Counsel for Abbott Laboratories

LOCAL RULE 7.1 CERTIFICATION

The undersigned hereby certifies that counsel for Abbott Laboratories has conferred with counsel for Plaintiffs in a good faith effort to resolve or narrow the issues in this Motion.

/s/ Michael S. D'Orsi
Michael S. D'Orsi

CERTIFICATE OF SERVICE

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on July 26, 2006.

/s/ Michael S. D'Orsi
Michael S. D'Orsi

Dated: July 26, 2006

CHI:1759005.1

EXHIBIT A

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

JOHN HANCOCK LIFE INSURANCE
COMPANY, et al.,

Plaintiffs,

vs.

ABBOTT LABORATORIES,

Defendant.

Civil Action No. 05-11150-DPW
Hon. Judge Douglas P. Woodlock

NOTICE OF APPEARANCE OF GREGORY D. PHILLIPS

Please enter the appearance of Gregory D. Phillips of the law firm of Munger, Tolles & Olson, LLP, 355 South Grand Avenue, 35th Floor, Los Angeles, California, 90071-1560 as counsel for Defendant Abbott Laboratories in the above-captioned proceeding.

/s/ Michael S. D'Orsi

Peter E. Gelhaar (BBO #188310)

Michael S. D'Orsi (BBO #566960)

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/s/ Gregory D. Phillips

Gregory D. Phillips (SBN 118151)

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Dated: July 26, 2006

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JOHN HANCOCK LIFE INSURANCE
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ABBOTT LABORATORIES,

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NOTICE OF APPEARANCE OF JEFFREY I. WEINBERGER

Please enter the appearance of Jeffrey I. Weinberger of the law firm of Munger, Tolles & Olson, LLP, 355 South Grand Avenue, 35th Floor, Los Angeles, California, 90071-1560 as counsel for Defendant Abbott Laboratories, in the above-captioned proceeding.

/s/ Michael S. D'Orsi

Peter E. Gelhaar (BBO #188310)

Michael S. D'Orsi (BBO #566960)

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/s/ Jeffrey I. Weinberger

Jeffrey I. Weinberger (SBN 056214)

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Dated: July 26, 2006